

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE TK1 BUSINESS CODE _____

14-06-559085

Use _____ Stock _____ Nonstock _____

A. _____ Religious _____

_____ (Transferor) _____

Surviving (Transferee) _____



1000362008114102

ID # 00000273 ACK # 1000362008114102
PAGES: 0006
SIGNATURE OFFICE REIT, INC.

06/17/2015 AT 12:39 P WO # 0004487077

New Name _____

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies: _____

Copy Fee: _____

Certificates: _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 20

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent

_____ and Resident Agent's Address

_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code _____

Attention: _____

Mail: Name and Address

SHAPIRO SHER GUINOT & SANDLER
ATTN WILLIAM CARLSON
STE 2000
250 W PRATT ST
BALTIMORE MD 21201

Stamp Work Order and Customer Number HERE

CUST ID: 0003270497
WORK ORDER: 0004487077
DATE: 06-17-2015 12:39 PM
AMT. PAID: \$20.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: ☐ Regular ☒ Permissive

2. Date of final transfer: June 10, 2015

3. Name of Real Property Entity whose interest is being transferred: Signature Office REIT, Inc.

4. Mailing address for Real Property Entity: 1520 East Grand Avenue, El Segundo, California 90245
Attn: Joseph Miller

5. Type of Real Property Entity: ☒ Corp ☐ LLC ☐ LP ☐ GP or Joint Venture
☐ Unincorporated REIT ☐ Other-specify

6. State of formation: Maryland

7. Total consideration for the controlling interest being transferred: \$ 599,100,000.00

8. List below the value attributable to each of the following assets:

a) Maryland Real Property	\$ 58,130,000.00
b) Non-Maryland Real Property	\$ 540,970,000.00
c) Cash	\$
d) Securities	\$
e) Maryland Tangible Personal Property*	\$ 0.00

*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property	\$ 0.00
g) Other: Attach description and method of valuation	\$

9. Gross value of Real Property Entity assets: \$ 599,100,000.00

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

Howard	District 6, #559085	6841 Benjamin Franklin Drive, Columbia, MD
County Name	SDAT Account No.	Address or brief description

Description of building/improvements: Building known as Franklin Center

Title holder if different from Item 3 above: Franklin Center, LLC

Consideration attributable to the parcel: \$ 58,130,000.00

Parcel 2:*

N/A

County Name	SDAT Account No.	Address or brief description
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Description of building/improvements:

Title holder if different from Item 3 above:

Consideration attributable to the parcel: \$

*If more than two parcels, attach a separate sheet and indicate total number of parcels:

11. Specify and explain any exemptions authorized by law being claimed with this filing:

(Attach a separate sheet if more space is required).

See attached sheet for full explanation

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	x	Item 8a amount	= \$	0	x	0	= \$	0	
Item 9 amount: \$				Total amount	0	Co. Rate	0.5%	Co. Recordation	0
				Total amount	0	St. Rate	0	State Transfer	0
				Total amount	0	Co. Rate		Co. Transfer	0

Total Taxes \$ 0

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

Signature of authorized filer Date

14.) Contact information for this filing:

Name		William E. Carlson, Esq.	
Address		250 W. Pratt Street, Suite 2000	
City		Baltimore	
State		MD	
Zip code		21201	
Telephone		410-385-4205	


REPORT OF TRANSFER OF CONTROLLING INTEREST

Signature Office REIT, Inc.

Continuation Sheet

11. The transfer of controlling interest is exempt as Signature Office REIT, Inc. ("Signature") is not a "real property entity" as defined in Section 12-117(a)(6) of the Tax Property Article of the Maryland Annotated Code (the "Property Tax Article"). The Maryland real property owned by Signature has a value of \$58,130,000 which represents less than ten percent (10%) of the value of Signature's assets (which have an aggregate value of approximately \$599,100,000). The transfer of controlling interest in Signature is the result of a merger between Signature and Griffin SAS, LLC, a Maryland limited liability company ("GSAS") from which GSAS was the surviving entity, pursuant to Articles of Merger filed with the SDAT on or about June 10, 2015 (the "Merger"). The Merger is exempt from transfer recordation tax as it is in connection with a reorganization under Section 12-108(p)(2)(ii) of the Property Tax Article and as such is exempt from recordation tax under Section 13-207(a)(9) of the Tax Property Article. In connection with the Merger and for nominal consideration, GSAS's parent, Griffin Capital Essential Asset REIT, Inc. ("GCEAR") will be contributing its interest in GSAS to a Delaware limited liability partnership which is wholly owned, either directly or indirectly by GCEAR (the "Contribution"). The Contribution is exempt from transfer and recordation tax pursuant to Sections 12-108(p)(2)(i) and Section 13-207(a)(9) respectively.

SIGNATURE OFFICE REIT, INC.

By: 
Name: Glen F. Smith
Title: Senior Vice President

Signature Page to Report of Transfer of Controlling Interest Form

CUST ID:0003270497
WORK ORDER:0004487077
DATE:06-17-2015 12:39 PM
RMT. PAID:\$20.00